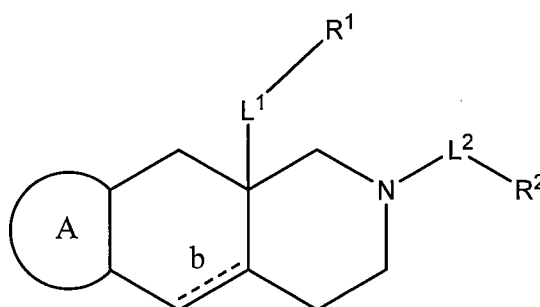


Amendments to the Claims:

This listing of claims will replace all prior versions, and listings of claims in the application:

Listing of Claims:

1. (Currently Amended) A compound having the formula:



wherein,

L^1 and L^2 are members independently selected from a bond, -O-, -S-, S(O)-, -S(O₂)-, -C(O)-, -C(O)O-, -C(O)NH-, substituted or unsubstituted alkylene, and substituted or unsubstituted heteroalkylene;

the dashed line b is optionally a bond;

the ring A is a member selected from substituted or unsubstituted 5 to 6 membered heterocycloalkyl, and substituted or unsubstituted heteroaryl;

R^1 is a member selected from ~~hydrogen~~, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, -OR^{1A}, -NR^{1C}R^{1D}, -C(O)NR^{1C}R^{1D}, -C(O)OR^{1A}, wherein

R^{1A} is a member selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, and substituted or unsubstituted heteroaryl;

R^{1C} and R^{1D} are members independently selected from substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, and substituted or unsubstituted heteroaryl,
wherein R^{1C} and R^{1D} are optionally joined to form a substituted or unsubstituted ring with the nitrogen to which they are attached,
wherein said ring optionally comprises an additional ring nitrogen, and
 R^2 is a member selected from substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, $-S(O_2)R^{2A}$, $-S(O_2)NR^{2B}R^{2C}$, and $=NOR^{2D}$, wherein R^{2A} , R^{2B} , R^{2C} , and R^{2D} are members independently selected from substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, and substituted or unsubstituted heteroaryl.

2. (Original) The compound of claim 1, wherein A is a member selected from:
- unsubstituted 5 to 6 membered heterocycloalkyl comprising at least one heteroatom selected from N, O and S;
 - substituted 5 to 6 membered heterocycloalkyl comprising 1 to 3 substituents and at least one ring heteroatom selected from N, O and S;
 - unsubstituted aryl comprising at least one heteroatom selected from N, O and S;
 - and
 - substituted aryl comprising 1 to 3 substituents and at least one ring heteroatom selected from N, O and S.

3. (Original) The compound of claim 1, wherein A is a member selected from substituted or unsubstituted pyrrolidinyl, substituted or unsubstituted pyrrolyl, substituted or unsubstituted pyrazolyl, substituted or unsubstituted imidazolyl, substituted or unsubstituted furanyl, substituted or unsubstituted oxazolyl, substituted or unsubstituted isoxazolyl, substituted or unsubstituted thienyl, substituted or unsubstituted thiazolyl, substituted or unsubstituted isothiazolyl, substituted or unsubstituted pyridinyl, substituted or unsubstituted pyrimidinyl, and substituted or unsubstituted pyrazinyl.

4. (Original) The compound of claim 1, wherein A is a substituted or unsubstituted pyrazolyl.

5. (Original) The compound of claim 1, wherein A is substituted with a member selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted heteroaryl, substituted or unsubstituted aryl, $-NR^{3A}R^{3B}$, and $-OR^{3C}$, wherein

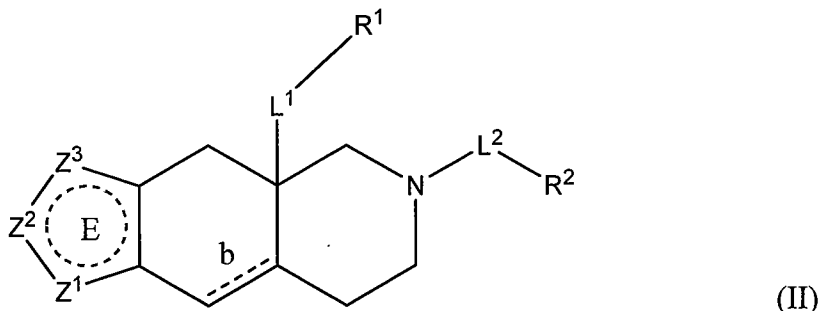
R^{3A} and R^{3B} are members independently selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted heterocycloalkyl, and substituted or unsubstituted heteroaryl, wherein

R^{3A} and R^{3B} are optionally joined to form a substituted or unsubstituted ring with the nitrogen to which they are attached, wherein said ring optionally comprises an additional ring heteroatom, and

R^{3C} is a member selected from substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, and substituted or unsubstituted heteroaryl.

6. (Original) The compound of claim 5, wherein A is substituted with a member selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted aryl, and substituted or unsubstituted heteroaryl.

7. (Original) The compound of claim 1 having the formula



wherein,

the dashed ring represents unsaturated, partially saturated, or fully saturated bonds within ring E;

Z^1 is a member selected from $-NR^5$ -, $=N$ -, $-O$ -, and $-S$ -, wherein

R^5 is a member selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted heteroaryl, and substituted or unsubstituted aryl;

Z^2 is a member selected from $-CR^{6A}R^{6B}$ -, $=CR^{6A}$ -, $-C(O)$ -, $-NR^{6C}$ -, $=N$ -, $-O$ -, $-S$ -, $-CR^{6A}R^{6B}-NR^{6C}$ -, $=CR^{6A}-NR^{6C}$ -, $-CR^{6A}=N$ -, $-CR^{6A}R^{6B}-N$ -, and $=CR^{6A}-N$ -, wherein

R^{6C} is a member selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, and substituted or unsubstituted heteroaryl,

R^{6A} and R^{6B} are members independently selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted heteroaryl, substituted or unsubstituted aryl, $-NR^{6A1}R^{6A2}$, and $-OR^{6A3}$, wherein

R^{6A1} and R^{6A2} are members independently selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or

unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, and substituted or unsubstituted heteroaryl, wherein

R^{6A1} and R^{6A2} are optionally joined to form a substituted or unsubstituted ring with the nitrogen to which they are attached, wherein said ring optionally comprises an additional ring heteroatom, and

R^{6A3} is a member selected from substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, and substituted or unsubstituted heteroaryl, wherein R^{6A} and R^{6C} are optionally joined together to form a substituted or unsubstituted ring, wherein said ring optionally comprises an additional ring heteroatom;

Z^3 is a member selected from $-CR^{7A}R^{7B}-$, $=CR^{7A}-$, $-C(O)-$, $-NR^{7C}-$, $=N-$, $-O-$, and $-S-$, wherein

R^{7C} is a member selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted heteroaryl, and substituted or unsubstituted aryl,

R^{7A} and R^{7B} are independently selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted heteroaryl, substituted or unsubstituted aryl, $-NR^{7A1}R^{7A2}$, and $-OR^{7A3}$, wherein

R^{7A1} and R^{7A2} are members independently selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, and substituted or unsubstituted heteroaryl, wherein

R^{7A1} and R^{7A2} are optionally joined to form a substituted or unsubstituted ring with the nitrogen to which they are attached,

wherein said ring optionally comprises an additional ring heteroatom, and

R^{7A3} is a member selected from substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, and substituted or unsubstituted heteroaryl;

wherein R^5 is optionally joined with R^{6A} or R^{6C} to form a substituted or unsubstituted ring, wherein said ring optionally comprises an additional ring heteroatom;

wherein R^{7A} is optionally joined with R^{6A} or R^{6C} to form a substituted or unsubstituted ring, wherein said ring optionally comprises an additional ring heteroatom; and

wherein R^{7C} is optionally joined with R^{6A} or R^{6C} to form a substituted or unsubstituted ring, wherein said ring optionally comprises an additional ring heteroatom.

8. (Original) The compound of claim 7, wherein

Z^1 is $-NR^5-$;

Z^2 is $=N-$; and

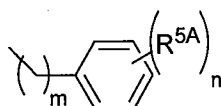
Z^3 is $=CR^{7A}-$.

9. (Original) The compound of claim 8, wherein

R^{7A} is hydrogen; and

R^5 is a member selected from hydrogensubstituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted arylalkyl and substituted or unsubstituted heteroarylalkyl.

10. (Original) The compound of claim 7, wherein R^5 has the formula:



(VI)

wherein,

R^{5A} is a member selected from hydrogen, halogen, $-OR^{5A1}$, $-NR^{5A2}R^{5A3}$, $-S(O_2)NR^{5A2}R^{5A3}$, $-CN$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, and substituted or unsubstituted heteroaryl, wherein

R^{5A1} is a member selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, and substituted or unsubstituted heteroaryl, and

R^{5A2} and R^{5A3} are members independently selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, and substituted or unsubstituted heteroaryl;

m is an integer from 0 to 10; and

n is an integer from 1 to 5.

11. (Original) The compound of claim 10, wherein

n is 1;

m is 0 or 1; and

R^{5A1} , R^{5A2} and R^{5A3} are hydrogen.

12. (Original) The compound of claim 7, wherein

Z^1 is $-NR^5$;

Z^2 is $=CR^{6A}$;

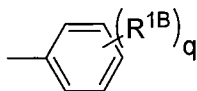
Z^3 is $=N$.

13. (Original) The compound of claim 12, wherein R^5 is a member selected from hydrogen and substituted or unsubstituted aryl.

14. (Original) The compound of claim 8, wherein R^5 and R^{7A} are hydrogen and b is a bond.

15. (Original) The compound of claim 1, wherein R^1 is a member selected from substituted or unsubstituted (C_1 - C_{10}) alkyl, substituted or unsubstituted 2-10 membered heteroalkyl, substituted or unsubstituted (C_3 - C_7) cycloalkyl, substituted or unsubstituted 3-7 membered heterocycloalkyl, substituted or unsubstituted aryl, and substituted or unsubstituted heteroaryl.

16. (Original) The compound of claim 1, wherein R^1 has the formula:



(III)

wherein,

q is an integer selected from 1 to 5;

R^{1B} is a member selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, $-NR^{1B1}R^{1B2}$, $-OR^{1B3}$, and $-C(O)NR^{1B4}R^{1B5}$ wherein

R^{1B1} and R^{1B2} are members independently selected from hydrogen, substituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted heterocycloalkyl, and substituted or unsubstituted heteroaryl, wherein R^{1B1} and R^{1B2} are optionally joined to form a substituted or unsubstituted ring with the nitrogen to which they are attached, wherein said ring optionally comprises an additional ring heteroatom, and

R^{1B3} is a member selected from

hydrogen,

substituted or unsubstituted heteroalkyl comprising a nitrogen,

substituted or unsubstituted heterocycloalkyl comprising a ring nitrogen,

substituted or unsubstituted heteroaryl comprising a ring nitrogen, and

alkyl substituted with a substituted or unsubstituted heteroalkyl
comprising a nitrogen, substituted or unsubstituted heterocycloalkyl
comprising a ring nitrogen, and substituted or unsubstituted heteroaryl
comprising a ring nitrogen; and

R^{1B4} and R^{1B5} are members independently selected from

hydrogen,

substituted or unsubstituted heteroalkyl comprising a nitrogen,

substituted or unsubstituted heterocycloalkyl comprising a ring nitrogen,

substituted or unsubstituted heteroaryl comprising a ring nitrogen, and

alkyl substituted with a substituted or unsubstituted heteroalkyl comprising a
nitrogen, substituted or unsubstituted heterocycloalkyl comprising a ring
nitrogen, and substituted or unsubstituted heteroaryl comprising a ring
nitrogen, wherein

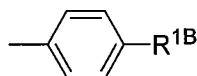
R^{1B4} and R^{1B5} are optionally joined to form a substituted or unsubstituted
ring with the nitrogen to which they are attached, wherein said ring
optionally comprises a heteroatom.

17. (Original) The compound of claim 16, wherein

q is an integer selected from 1 to 3;

R^{1B} is a member selected from hydrogen, substituted alkyl, substituted or
unsubstituted heteroalkyl, substituted cycloalkyl, substituted or unsubstituted
heterocycloalkyl, substituted aryl, and substituted or unsubstituted heteroaryl.

18. (Original) The compound of claim 16, wherein R^1 has the formula:



(IV)

wherein,

R^{1B} is a member selected from hydrogen, $-NR^{1B1}R^{1B2}$, $-OR^{1B3}$, substituted or
unsubstituted (C_1 - C_{10}) alkyl, substituted or unsubstituted 2-10 membered
heteroalkyl, substituted or unsubstituted (C_3 - C_7)cycloalkyl, substituted or

unsubstituted 3-7 membered heterocycloalkyl, substituted or unsubstituted aryl, and substituted or unsubstituted heteroaryl.

19. (Original) The compound of claim 16, wherein R^{1B} is a member selected from $-C(O)NR^{1B4}R^{1B5}$ and substituted or unsubstituted heteroaryl comprising a ring nitrogen, wherein

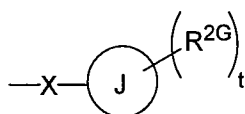
R^{1B4} and R^{1B5} are members independently selected from hydrogen, substituted or unsubstituted heteroalkyl comprising a nitrogen, substituted or unsubstituted heterocycloalkyl comprising a ring nitrogen, substituted or unsubstituted heteroaryl comprising a ring nitrogen, and alkyl substituted with a substituted or unsubstituted heteroalkyl comprising a nitrogen, substituted or unsubstituted heterocycloalkyl comprising a ring nitrogen, and substituted or unsubstituted heteroaryl comprising a ring nitrogen, wherein R^{1B4} and R^{1B5} are optionally joined to form a substituted or unsubstituted ring with the nitrogen to which they are attached, wherein said ring optionally comprises a heteroatom.

20. (Original) The compound of claim 19, wherein R^{1B1} , R^{1B2} , R^{1B3} , R^{1B4} and R^{1B5} are members independently selected from hydrogen and a substituted or unsubstituted ring, wherein said ring optionally comprises a nitrogen atom and at least one additional ring heteroatom.

21. (Original) The compound of claim 1, wherein R^2 is a member selected from substituted or unsubstituted (C_1 - C_{10}) alkyl, substituted or unsubstituted 2-10 membered heteroalkyl, substituted or unsubstituted (C_3 - C_7) cycloalkyl, substituted or unsubstituted 3-7 membered heterocycloalkyl, substituted or unsubstituted aryl, and substituted or unsubstituted heteroaryl.

22. (Original) The compound of claim **1**, R^{2A} , R^{2B} , R^{2C} , and R^{2D} are members independently selected from substituted or unsubstituted (C_1 - C_{10}) alkyl, substituted or unsubstituted 2-10 membered heteroalkyl, substituted or unsubstituted (C_3 - C_7) cycloalkyl, substituted or unsubstituted 3-7 membered heterocycloalkyl, substituted or unsubstituted aryl, and substituted or unsubstituted heteroaryl.

23. (Original) The compound of claim **1**, R^2 has the formula:



(V)

wherein,

R^{2G} is a member selected from hydrogen, halogen, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, and substituted or unsubstituted heteroaryl;

J is a substituted or unsubstituted ring selected from substituted or unsubstituted (C_3 - C_7) cycloalkyl, substituted or unsubstituted 3-7 membered heterocycloalkyl, substituted or unsubstituted aryl, and substituted or unsubstituted heteroaryl;

t is an integer from 0 to 5; and

X is a member selected from a bond, $\text{-S(O}_2\text{)-}$, and $\text{-S(O}_2\text{)N}^{2I}\text{-}$, wherein

R^{2I} is a member selected from hydrogen, substituted or unsubstituted alkyl, and substituted or unsubstituted heteroalkyl.

24. (Original) The compound of claim **23**, wherein

R^{2G} is a member selected from hydrogen, substituted or unsubstituted (C_1 - C_{10}) alkyl, substituted or unsubstituted 2-10 membered heteroalkyl, substituted or unsubstituted (C_3 - C_7) cycloalkyl, substituted or unsubstituted 3-7 membered heterocycloalkyl, substituted or unsubstituted aryl, and substituted or unsubstituted heteroaryl;

J is a substituted or unsubstituted ring selected from substituted or unsubstituted 3-7 membered heterocycloalkyl, substituted or unsubstituted aryl, and substituted or unsubstituted heteroaryl;

t is 1; and

R^{2I} is hydrogen.

25. (Original) The compound of claim 23, wherein R^{2G} is a branched or unbranched (C₁-C₁₀)alkyl.

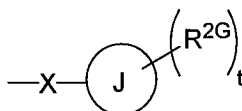
26. (Original) The compound of claim 23, wherein X is -S(O₂)-.

27. (Original) The compound of claim 1, wherein L¹ and L² are members independently selected from a bond and unsubstituted (C₁-C₆) alkylene.

28. (Original) The compound of claim 1, wherein the dashed line b is a bond;

R¹ is substituted or unsubstituted benzyl; and

R² has the formula:



(V)

wherein,

R^{2G} is a member selected from hydrogen, halogen, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, and substituted or unsubstituted heteroaryl,

J is a substituted or unsubstituted ring selected from substituted or unsubstituted (C₃-C₇) cycloalkyl, substituted or unsubstituted 3-7 membered heterocycloalkyl, substituted or unsubstituted aryl, and substituted or unsubstituted heteroaryl,

t is an integer from 0 to 5, and

X is -S(O₂)-;

L¹ is a bond; and

L² is a bond.

29. (Currently Amended) A method of treating a disorder or condition through modulating a glucocorticoid receptor, the method comprising administering to a subject in need of such treatment, an effective amount of the compound of ~~one of claims 1-28~~ **claim 1**.

30. (Currently Amended) A method of treating a disorder or condition through antagonizing a glucocorticoid receptor, the method comprising administering to a subject in need of such treatment, an effective amount of the compound of ~~one of claims 1-28~~ **claim 1**.

31. (Currently Amended) A method of modulating a glucocorticoid receptor including the steps of contacting a glucocorticoid receptor with an effective amount of the compound of ~~one of claims 1-28~~ **claim 1** and detecting a change in the activity of the glucocorticoid receptor.

32. (Currently Amended) A pharmaceutical composition comprising a pharmaceutically acceptable excipient and the compound of ~~one of claims 1-28~~ **claim 1**.